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The Bank of New York Mellon Trust Company, N.A.,  
and BNY Mellon Corporate Trustee Services Limited,  
in their representative capacities*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC., *et*  
*al.*,

Debtors.

Chapter 11 Case No.

08-13555 (JMP)  
(Jointly Administered)

Refers to Dkt. No. 22010

**AMENDMENT TO SCHEDULE 1 TO THE OBJECTION OF THE BANK  
OF NEW YORK MELLON, THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., AND BNY MELLON CORPORATE TRUSTEE SERVICES  
LIMITED TO ASSUMPTION OF DERIVATIVE CONTRACTS PURSUANT  
TO THE THIRD AMENDED JOINT CHAPTER 11 PLAN OF LEHMAN  
BROTHERS INC. AND ITS AFFILIATED DEBTORS**

The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A.,  
and BNY Mellon Corporate Trustee Services Limited, hereby file this further amendment to  
Schedule 1 to the Objection of the Bank of New York Mellon, The Bank of New York Mellon  
Trust Company, N.A., and BNY Mellon Corporate Trustee Services Limited to Assumption of  
Derivative Contracts Pursuant to the Third Amended Joint Chapter 11 Plan of Lehman Brothers  
Inc. and its Affiliated Debtors [D.I. 22010] (the "Objection").

Based upon the Debtors' further amendment of the schedule of derivative contracts to be assumed, on November 29, 2011, the undersigned submitted an Amended Schedule 1 to the Objection, which is further amended by the annexed Exhibit A.

Dated: December 5, 2011  
New York, New York

Respectfully submitted,

REED SMITH LLP

By: /s/ Eric A. Schaffer  
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Trustee Services Limited, in their  
representative capacities*

**AMENDED SCHEDULE 1**

List of Derivative Contracts

(Attached)

<b>COUNTERPARTY</b>	<b>DEBTOR</b>
Consumer Unsecured Reperforming Loans (Curl) PLC	Lehman Brothers Special Financing Inc.
Eurosail 2006-1 PLC	Lehman Brothers Special Financing Inc.
Eurosail 2006-2BL PLC	Lehman Brothers Special Financing Inc.
Eurosail 2006-3NC PLC	Lehman Brothers Special Financing Inc.
Eurosail - NL 2007-2 BV	Lehman Brothers Special Financing Inc.
Eurosail NL 2008-1 B.V.	Lehman Brothers Special Financing Inc.
Eurosail-UK 2007-2NP PLC	Lehman Brothers Special Financing Inc.
Ford Credit Auto Owner Trust 2007-B	Lehman Brothers Special Financing Inc.
Fullerton Drive CDO Limited	Lehman Brothers Special Financing Inc.
Kings River Limited	Lehman Brothers Special Financing Inc.
LB Peru Trust, II, 1998-A	Lehman Brothers Special Financing Inc.
Liberty Square CDO I. Limited	Lehman Brothers Financial Products Inc.
Liberty Square CDO I, Ltd.	Lehman Brothers Financial Products Inc.
Liberty Square CDO II, Limited	Lehman Brother Financial Products, Inc.
Liberty Square CDO II, Ltd.	Lehman Brothers Financial Products Inc.
Phoenix Series 2002-1	Lehman Brothers Special Financing Inc.
Phoenix Series 2002-2	Lehman Brothers Special Financing Inc.
Puerto Rico Commonwealth of (Escrow)	Lehman Brothers Special Financing Inc.
Racers Series 2002-26	Lehman Brothers Special Financing Inc.
Sealink Funding Limited	Lehman Brothers Special Financing Inc.

<b>COUNTERPARTY</b>	<b>DEBTOR</b>
Sunset Park CDO Limited SPC Series 2004-1	Lehman Brothers Special Financing Inc.
Sunset Park CDO Limited SPC Series 2004-2	Lehman Brothers Special Financing Inc.
Sunset Park CDO Limited SPC Series 2004-4	Lehman Brothers Special Financing Inc.
Tavares Square CDO Limited	Lehman Brothers Special Financing Inc.
Taylor Creek Limited	Lehman Brothers Special Financing Inc.
The Bank of New York Mellon	Lehman Brothers Commercial Corp.
TIAA Structured Finance CDO 1, Limited	Lehman Brothers Financial Products Inc.
Vox Place CDO Limited	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2005-11	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2005-14	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2005-16	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2005-7	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2006-15	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2006-5	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2006-6	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2007-1	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2007-10	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2007-11	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2007-13	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2007-14	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2007-15	Lehman Brothers Special Financing Inc.

<b>COUNTERPARTY</b>	<b>DEBTOR</b>
Beryl Finance Limited Series 2007-4	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2007-5	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2007-7	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2007-8	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2008-1	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2008-14	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2008-3	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2008-6	Lehman Brothers Special Financing Inc.
Beryl Finance Limited Series 2008-7	Lehman Brothers Special Financing Inc.
Consumer Unsecured Reperforming Loans (Curl) PLC	Lehman Brothers Special Financing Inc.
Diadem City CDO Limited Series 2008-1	Lehman Brothers Special Financing Inc.
Diadem City CDO Limited Series 2008-2	Lehman Brothers Special Financing Inc.
Diadem City CDO Limited Series 2008-3	Lehman Brothers Special Financing Inc.
Diamond Finance 2006-2	Lehman Brothers Special Financing Inc.
Eurosail 2006-1 PLC	Lehman Brothers Special Financing Inc.
Eurosail 2006-2BL PLC	Lehman Brothers Special Financing Inc.
Eurosail 2006-3NC PLC	Lehman Brothers Special Financing Inc.
Eurosail - NL 2007-2 BV	Lehman Brothers Special Financing Inc.
Eurosail NL 2008-1 B.V.	Lehman Brothers Special Financing Inc.
Eurosail-UK 2007-2NP PLC	Lehman Brothers Special Financing Inc.
Ford Credit Auto Owner Trust 2007-B	Lehman Brothers Special Financing Inc.

COUNTERPARTY	DEBTOR
Fullerton Drive CDO Limited	Lehman Brothers Special Financing Inc.
Jupiter Quartz Finance PLC 2004-1 Class A	Lehman Brothers Special Financing Inc.
Jupiter Quartz Finance PLC 2004-1 Class B	Lehman Brothers Special Financing Inc.
Jupiter Quartz PLC 2004-2	Lehman Brothers Special Financing Inc.
Kings River Limited	Lehman Brothers Special Financing Inc.
LB Peru Trust, II, 1998-A	Lehman Brothers Special Financing Inc.
Liberty Square CDO I. Limited	Lehman Brothers Financial Products Inc.
Liberty Square CDO I, Ltd.	Lehman Brothers Financial Products Inc.
Liberty Square CDO II, Limited	Lehman Brother Financial Products, Inc.
Liberty Square CDO II, Ltd.	Lehman Brothers Financial Products Inc.
Lion City CDO 2006-2 LTD	Lehman Brothers Special Financing Inc.
Lion City CDO 2006-3 Ltd	Lehman Brothers Special Financing Inc.
Lion City CDO Limited Series 2006-1	Lehman Brothers Special Financing Inc.
Lion City CDO Ltd Series 2006-5	Lehman Brothers Special Financing Inc.
Onyx Funding Limited Series 2006-1	Lehman Brothers Special Financing Inc.
Pearl Finance Series 2003-8	Lehman Brothers Special Financing Inc.
Phoenix Series 2002-1	Lehman Brothers Special Financing Inc.
Phoenix Series 2002-2	Lehman Brothers Special Financing Inc.
Puerto Rico Commonwealth of (Escrow)	Lehman Brothers Special Financing Inc.
<i>Quartz Finance 2003-1 Class A</i>	<i>Lehman Brothers Special Financing Inc.</i>
<i>Quartz Finance 2003-1 Class B</i>	<i>Lehman Brothers Special Financing Inc.</i>

COUNTERPARTY	DEBTOR
Quartz Finance 2003-4	Lehman Brothers Special Financing Inc.
Quartz Finance 2004-1	Lehman Brothers Special Financing Inc.
Quartz Finance 2005-1	Lehman Brothers Special Financing Inc.
<b><i>Quartz Finance 2005-2</i></b>	<b><i>Lehman Brothers Special Financing Inc.</i></b>
Quartz Finance Series 2003-3	Lehman Brothers Special Financing Inc.
Racers Series 2002-26	Lehman Brothers Special Financing Inc.
Ruby Finance 2005-1	Lehman Brothers Special Financing Inc.
Ruby Finance 2005-1 Class A15	Lehman Brothers Special Financing Inc.
Ruby Finance 2005-1 Class A16	Lehman Brothers Special Financing Inc.
Ruby Finance 2005-1 Classes A2-A9	Lehman Brothers Special Financing Inc.
Ruby Finance 2006-2	Lehman Brothers Special Financing Inc.
Ruby Finance 2006-3	Lehman Brothers Special Financing Inc.
Ruby Finance 2006-4	Lehman Brothers Special Financing Inc.
Ruby Finance 2006-5	Lehman Brothers Special Financing Inc.
Ruby Finance 2007-1	Lehman Brothers Special Financing Inc.
<b><i>Ruby Finance 2007-2</i></b>	<b><i>Lehman Brothers Special Financing Inc.</i></b>
Ruby Finance 2007-3	Lehman Brothers Special Financing Inc.
Ruby Finance 2008-01	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2004-4	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2005-1	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2005-10	Lehman Brothers Special Financing Inc.



COUNTERPARTY	DEBTOR
Saphir Finance PLC 2005-3 Class A	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2005-3 Class B	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2005-3 Class C	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2005-4	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2006-10	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2006-2	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2006-3	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2007-1	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2007-3	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2007-5	Lehman Brothers Special Financing Inc.
<b><i>Saphir Finance PLC 2007-7</i></b>	<b><i>Lehman Brothers Special Financing Inc.</i></b>
Saphir Finance PLC 2007-9	Lehman Brothers Special Financing Inc.
Saphir Finance PLC 2008-1	Lehman Brothers Special Financing Inc.
Sealink Funding Limited	Lehman Brothers Special Financing Inc.
Sunset Park CDO Limited SPC Series 2004-1	Lehman Brothers Special Financing Inc.
Sunset Park CDO Limited SPC Series 2004-2	Lehman Brothers Special Financing Inc.
Sunset Park CDO Limited SPC Series 2004-4	Lehman Brothers Special Financing Inc.
Tavares Square CDO Limited	Lehman Brothers Special Financing Inc.
Taylor Creek Limited	Lehman Brothers Special Financing Inc.
The Bank of New York Mellon	Lehman Brothers Commercial Corporation
TIAA Structured Finance CDO 1, Limited	Lehman Brothers Financial Products Inc.

COUNTERPARTY	DEBTOR
Topaz Finance Ltd 2005-1	Lehman Brothers Special Financing Inc.
Topas Finance LTD 2005-2	Lehman Brothers Special Financing Inc.
Vox Place CDO Limited	Lehman Brothers Special Financing Inc.
Zircon Finance Limited Series 2007-3	Lehman Brothers Special Financing Inc.
Zircon Finance Limited Series 2007-9	Lehman Brothers Special Financing Inc.
Zircon Finance LTD Series 2007-1	Lehman Brothers Special Financing Inc.
Zircon Finance LTD Series 2007-14	Lehman Brothers Special Financing Inc.
Zircon Finance LTD Series 2007-17	Lehman Brothers Special Financing Inc.
Zircon Finance LTD Series 2007-2	Lehman Brothers Special Financing Inc.

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Debtors.

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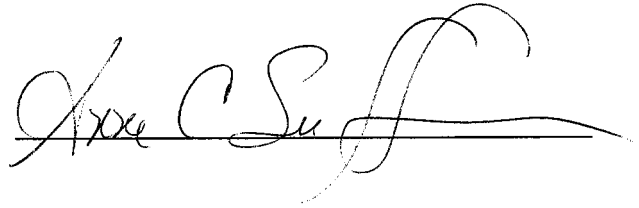
**AFFIDAVIT OF SERVICE**

STATE OF NEW YORK                    )  
  )     ss.:  
COUNTY OF NEW YORK                )

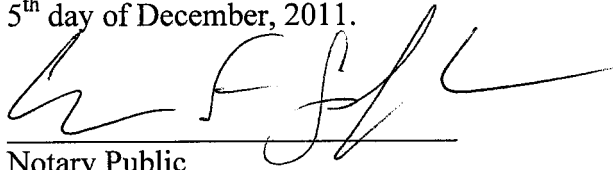
I, Anne Suffern, being duly sworn, deposes and says:

1. I am not a party to this action, am over eighteen years of age and employed by Reed Smith LLP, located at 599 Lexington Avenue, New York, NY 10022.
2. On December 5, 2011, I served a true and correct copy of the *Amendment to Schedule 1 to the Objection of the bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A., and BNY Mellon Corporate Trustee Services Limited to Assumption of*

*Derivative Contracts Pursuant to the Third Amended Joint Chapter 11 Plan of Lehman Brothers  
Inc. and its Affiliated Debtors* on the attached service list by method indicated.



Sworn to me this  
5<sup>th</sup> day of December, 2011.



Notary Public

**EVAN F. JAFFE**  
**Notary Public, State of New York**  
**No. 01JA6196006**  
**Commission Expires 11/03/2012**

**SERVICE LIST**

**VIA HAND DELIVERY**

Chambers of the Honorable James M. Peck  
United States Bankruptcy Judge  
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